

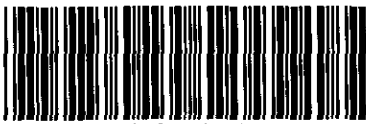
A.C.M. Shipping USA Limited

Directors' Report and Financial Statements

Registered number: 08391132

28 February 2023

WEC MONDAY



ACV8G2X6

A3	22/01/2024	#50
COMPANIES HOUSE		

ACHALKN9

A13	29/11/2023	#9
COMPANIES HOUSE		

Contents

Directors and advisors.....	1
Directors' report.....	2
Income statement and statement of comprehensive income.....	3
Balance sheet.....	4
Statement of changes in equity.....	5
Notes to the Financial Statements.....	6

Directors and advisors

Directors

A T Borthwick
J C D Gundy
G J Foley

Registered office

One Strand
Trafalgar Square
London
WC2N 5HR

Bankers

HSBC Bank Plc
Surrey and Sussex Corporate Banking Centre
Ground Floor
1 London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

Directors' report and statement of Directors' responsibilities

The Directors present their directors' report with the Financial Statements for the year ended 28 February 2023.

Principal activity

The principal activity of A.C.M. Shipping USA Limited (the "Company") is that of a provider of activities incidental to water transportation.

Results and dividends

The profit for the period after taxation amounted to £61,776 (2022: £63,340). No dividends will be distributed for the year ended 28 February 2023 (2022: £nil).

Directors

The Directors who held office during the year and up to the date of signing were as follows:

A T Borthwick
J C D Gundy
N P Stone (resigned 31 July 2023)
G J Foley (appointed 1 August 2023)

Statement of Directors' responsibilities in respect of the Directors' report and the Financial Statements

The Directors are responsible for preparing the report of the Directors and the financial statements in accordance with applicable law and regulations.

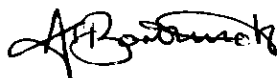
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the Board on 24 November 2023 and signed on behalf of the Board.



A T Borthwick
Director
A.C.M. Shipping USA Limited (Reg. no. 08391132)

Income statement and statement of comprehensive income

For the year ended 28 February 2023

		2023	2022
	Note	£	£
Turnover – profit/(loss) from its share of a partnership	2	-	5,881
Administrative expenses		63,704	59,013
Operating profit / (loss) on ordinary activities before taxation	4	63,704	64,894
Taxation	5	(1,928)	(1,554)
Profit for the financial year attributable to shareholders		61,776	63,340
Total comprehensive profit for the year		61,776	63,340

The notes on pages 6 to 11 form part of these Financial Statements

Balance sheet

As at 28 February 2023

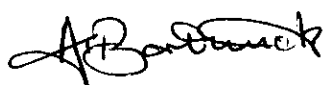
	Note	2023 £	2022 £
Assets			
Non-current assets			
Investment	6	584,466	584,466
Current assets			
Other receivables	7	626,733	564,939
Total assets		1,211,199	1,149,405
Liabilities			
Creditors: amounts falling due within one year			
Other payables	8	584,638	584,621
Total liabilities		584,638	584,621
Net assets		626,561	564,784
Equity			
Called up share capital	9	1	1
Retained earnings		626,560	564,783
Total equity		626,561	564,784

For the year ending 28 February 2023, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The Directors:

- confirm that the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476.
- acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The Financial Statements on pages 3 to 11 were approved by the Board of Directors on 24 November 2023 and were signed on its behalf by:



A T Borthwick

Director

A.C.M. Shipping USA Limited (Reg. no. 08391132)

The notes on pages 6 to 11 form part of these Financial Statements

Statement of changes in equity

For the year ended 28 February 2023

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 March 2020	1	560,349	560,350
Loss for the year	-	<u>(58,906)</u>	<u>(58,906)</u>
Balance at 28 February 2021	1	501,443	501,444
Profit for the year	-	<u>63,340</u>	<u>63,340</u>
Balance at 28 February 2022	1	564,783	564,784
Profit for the year	-	<u>61,776</u>	<u>61,776</u>
Balance at 28 February 2022	<u>1</u>	<u>626,559</u>	<u>626,560</u>

The notes on pages 6 to 11 form part of these Financial Statements

Notes to the Financial Statements

1. Accounting policies

a) Going concern

The Financial Statements have been prepared on a going concern basis as the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the Financial Statements.

The Company is a wholly owned subsidiary within the Braemar Plc Group (the “Group”) and participates in the Group’s centralised treasury arrangements, and so shares banking arrangements with its ultimate parent undertaking and fellow subsidiaries. Braemar Plc has provided a letter of support confirming its support as is necessary to enable the Company to meet its liabilities as they fall due for a period of not less than 12 months from the date of approval of the Financial Statements. In reaching its conclusion in respect of going concern the directors of the company have made the necessary enquiries of the directors of Braemar Plc and ensured their ability to provide support should it be necessary.

The Braemar Plc Group has a revolving credit facility (“RCF”) which has a number of financial covenant tests that must be adhered to. During the period, the Braemar Plc has extended its revolving credit facility (“RCF”) with its main bankers, HSBC. The RCF is for £30.0 million plus an accordion limit of £10.0 million and has an initial termination date of November 2025 with two options, subject to lender approval, to extend the term of the facility by 12 and 24 months respectively. Drawdown of the accordion facility is subject to additional credit approval. The RCF agreement has an EBITDA leverage covenant of 2.5x and a minimum interest cover of 4x. At 31 May 2022, 31 August 2022, 30 November 2022 and 28 February 2023 the Company met all financial covenant tests.

The Directors have considered the Company’s trading and cash flows post year-end, which has been resilient, along with forward-looking market data in respect of the shipping market. This includes the forward order book.

The Directors have also assessed the responses of the Directors of Braemar Plc to their enquiries and have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of Braemar Plc to continue as a going concern or its ability to continue with the current banking arrangements.

b) Basis of preparation and forward-looking statements

The Company’s Financial Statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The Company transitioned from FRS 102 to FRS 101 as at 1 March 2020. There were no material amendments on the adoption of FRS 101.

In preparing these Financial Statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”) but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s Financial Statements are presented in Sterling and all values are rounded to the nearest pound (£).

The Financial Statements have been prepared under the historic cost convention except for items measured at fair value as set out in the accounting policies below.

Notes to the Financial Statements (continued)

1. Accounting policies (continued)

Certain statements in this Directors' report and Financial Statements are forward-looking. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. These statements involve risks and uncertainties, so actual results may differ materially from those expressed or implied by these forward-looking statements. We undertake no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

FRS 101

The Financial Statements of the Company have been prepared in accordance with FRS 101 Reduced Disclosure Framework.

The Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes.
- Comparative period reconciliations for share capital.
- Disclosures in respect of capital management.
- Disclosures of transactions with a management entity that provides management personnel services to the Company.
- Certain disclosures required under IFRS 15 "Revenue from Contracts with Customers".
- Certain disclosures required under IFRS 9 "Financial Instruments".
- IFRS 2 "Share Based Payment" in respect of Group settled share-based payments.
- Certain disclosures required by IFRS 13 "Fair Value Measurement".
- The disclosures required by IFRS 7 "Financial Instrument: Disclosures".
- The requirements in IAS 24 "Related Party Disclosures" to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member, and the exemption to disclose key management compensation.

New standards, amendments and interpretations effective for the financial year beginning 1 March 2022

There were no new standards or amendments (including the amendments to IFRS 3, IAS 1 and the Annual Improvements to IFRS Accounting Standards 2018-2020 Cycle) that were adopted in the annual Financial Statements for the year ended 28 February 2023 which had a significant effect on the Company.

New and amended standards adopted by the Company

There were no new standards or amendments adopted in the annual Financial Statements for the year ended 28 February 2023 which had a significant effect on the Company.

Notes to the Financial Statements (continued)

1. **Accounting policies (continued)**

c) Estimates and judgments

The preparation of the Company's Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

There are no significant estimates or judgements which had a significant effect on the Financial Statements for the year ended 28 February 2023.

d) Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes and includes profit/(loss) from its share of a partnership with Braemar ACM Shipbroking LLP.

e) Investments in subsidiaries

Investments in wholly owned subsidiaries are shown at cost less impairment. Investments in joint ventures and unlisted investments held by the Company are shown at cost less impairment.

f) Taxation

The taxation expense represents current tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

g) Foreign currencies

Assets and liabilities in foreign currencies are translated into Sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. **Turnover**

	2023	2022
	£	£
Share of partnership profit/(loss)	<u>-</u>	<u>5,881</u>

All turnover originates in the United States of America.

Notes to the Financial Statements (continued)

3. Staff costs and key management compensation

a) Staff costs

There were no staff costs for the year ended 28 February 2023 (2022: £nil).

b) Average number of full-time employees

The average number of employees (including Directors) during the year was three (2022: three).

c) Key management compensation

The Directors received no remuneration during the year (2022: £nil). There are no other key management employees other than the Directors of the Company. All Directors who served during the year were employed by other Group companies and were remunerated for the qualifying services they provided to them.

4. Operating profit

Operating profits from continuing operations represent the results from operations before taxation.

The operating profit is stated after charging:

	2023 £	2022 £
Foreign exchange gain	<u>(80,181)</u>	<u>(59,054)</u>

5. Taxation

Analysis of the tax charge

The tax charge on the loss for the year was as follows:

	2023 £	2022 £
Current tax:		
Adjustments in respect of prior years	<u>1,928</u>	<u>1,554</u>
Taxation (credit)/charge	<u>1,928</u>	<u>1,554</u>
	2023 £	2022 £
Profit/(loss) before tax	63,704	64,894
Main pool capital allowances	-	(1,273)
Less Group relief for carried forward losses	-	(57,740)
	<u>63,704</u>	<u>5,881</u>
Profit/(loss) before tax at standard rate of UK corporation tax rate of 19% (2022: 19%)	12,104	1,117
Double taxation relief	-	(1,117)
Adjustments in respect of prior years – US current tax	1,928	1,554
Deferred tax not provided for	-	-
Group relief surrendered to same business division company	<u>(12,104)</u>	<u>-</u>
Total tax charge for the period	<u>1,928</u>	<u>1,554</u>

Notes to the Financial Statements (continued)

6. Investment

	Subsidiary £
Cost	
At 1 March 2021 and 28 February 2022	<u>584,466</u>
Net book value	
At 28 February 2023	<u>584,466</u>
At 29 February 2022	<u>584,466</u>

In the opinion of the Directors, the value of the investment is not less than its book value.

Braemar ACM Shipbroking LLP (Reg. no. 1099337)

Registered office: 24 Grassy Plain Street – Ste 4, Bethel, CT 06801-1700 US

Nature of business: Shipbroking

	%
Class of shares:	holding
Ordinary	100.00

The subsidiary prepares its statutory financial statements to 28 February.

7. Other receivables

	2023	2022
	£	£
Amounts owed by group undertakings	<u>626,733</u>	<u>564,939</u>

The Directors consider that the carrying value of amounts owed by group undertakings approximate to their fair value. Amounts due by group undertakings are interest-free, unsecured and repayable on demand.

8. Other payables

	2023	2022
	£	£
Amounts owed to group undertakings	584,466	584,466
Tax	172	155
Other creditors	-	-
Accrued expenses	-	-
	<u>584,638</u>	<u>584,621</u>

The Directors consider the carrying amounts of other payables approximates to their fair value.

Amounts owed to group undertakings are interest-free, unsecured and repayable on demand.

The amounts included within other payables are expected to be settled in less than 12 months.

Notes to the Financial Statements (continued)

9. Called up share capital

	2023	2022
	£	£
Allotted, issued and fully paid 1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

Each ordinary share is entitled to one vote in any circumstances.

10. Contingent liabilities

Under the terms of its banking arrangements the Company, its ultimate parent, Braemar Plc and its fellow trading subsidiaries have provided cross guarantees and fixed and floating rate charges over their assets to secure Group borrowing facilities and other financial instruments.

11. Ultimate parent undertaking and controlling party

The Company is a wholly owned subsidiary of Braemar Shipbroking Group Limited (formerly Braemar ACM Shipbroking Group Limited), a company registered in England & Wales. Braemar Plc is the ultimate parent undertaking and controlling party and is the smallest and largest company to consolidate these Financial Statements. Copies of the consolidated financial statements are publicly available and may be obtained from One Strand, Trafalgar Square, London WC2N 5HR.

12. Events after the reporting date

There were no adjusting or significant non-adjusting events between the reporting date and the date of authorisation.